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JUDGE JOHN G. KOELTL
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DATE FILED 12/5/2007

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

CALPINE CORPORATION, et al.

Debtors.

ARISTEIA CAPITAL, L.L.C.,
AURELIUS CAPITAL MANAGEMENT, LP,
DRAWBRIDGE SPECIAL OPPORTUNITIES
ADVISORS LLC, ORE HILL HUB FUND LTD.,
NISSWA MASTER FUND LTD., PINES EDGE
VALUE INVESTORS LTD., PINES EDGE
VALUE INVESTORS L.P., SILVER SANDS
FUND LLC, STARK MASTER FUND LTD.
AND JV CAPITAL MANAGEMENT, LLC

Appellants,

-against-

CALPINE CORPORATION AND ITS
AFFILIATED DEBTORS AND DEBTORS
IN POSSESSION, OFFICIAL COMMITTEE
OF UNSECURED CREDITORS OF
CALPINE CORPORATION, OFFICIAL
COMMITTEE OF EQUITY SECURITY
HOLDERS,

Appellees.

BRENCOURT CREDIT OPPORTUNITIES
MASTER, LTD., BRENCOURT MULTI-
STRATEGY ENHANCED DEDICATED
FUND, LP, DILLON READ U.S. FINANCE
L.P., DILLON READ FINANCIAL PRODUCTS
TRADING LTD., LINDEN CAPITAL L.P.
AND ORE HILL HUB FUND, LTD.

Appellants,

-against-

Chapter 11
Case No. 05-60200 (BRL)

Case No. 1:07-cv-07830-UA

Related To Case No. M-47 (JGK)

Case No. 1:07-cv-07831-UA

Related To Case No. M-47 (JGK)

08/25/2007 19:11 FAX 212 805 7912

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CALPINE CORPORATION AND ITS
AFFILIATED DEBTORS AND DEBTORS IN
POSSESSION, OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF CALPINE
CORPORATION, OFFICIAL COMMITTEE
OF EQUITY SECURITY HOLDERS,

Appellees.

MANUFACTURERS & TRADERS TRUST
AS INDENTURE TRUSTEE FOR THE 7.75%
CONVERTIBLE NOTES DUE 2015

Appellants,

-against-

CALPINE CORPORATION AND ITS
AFFILIATED DEBTORS AND DEBTORS
IN POSSESSION, OFFICIAL COMMITTEE
OF UNSECURED CREDITORS OF
CALPINE CORPORATION, OFFICIAL
COMMITTEE OF EQUITY SECURITY
HOLDERS,

Appellees.

HSBC BANK USA, N.A., AS INDENTURE
TRUSTEE FOR THE 6% CONVERTIBLE
NOTES DUE 2014 AND THE 4.75%
CONVERTIBLE NOTES DUE 2023

Appellants,

-against-

CALPINE CORPORATION AND ITS
AFFILIATED DEBTORS AND DEBTORS
IN POSSESSION, OFFICIAL COMMITTEE
OF UNSECURED CREDITORS OF
CALPINE CORPORATION, OFFICIAL
COMMITTEE OF EQUITY SECURITY
HOLDERS,

Appellees.

Case No. 1:07-cv-07832-UA

Related To Case No. M-47 (JGK)

Case No. 1:07-cv-07867-UA

Related To Case No. M-47 (JGK)

09/25/2007 19:12 FAX 212 805 7912
09/21/2007 11:55 FAX 2128066006

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**STIPULATION AND CONSENT ORDER CONSOLIDATING APPEALS AND
AMENDING ORDER REGARDING EXPEDITED APPEAL**

WHEREAS, on August 14, 2007, the 6% Convertible Noteholders¹ and the 7.75% Convertible Noteholders² each filed a Notice of Appeal of the Order Granting Debtors' Limited Objection to Convertible Noteholder Claim Nos. 2404, 2821, 2823, 6247, 6249, 6280, 6299 and 6300 (the "Order") [Docket Nos. 5614 and 5616] (the "Noteholder Appeals");

WHEREAS, on August 15, 2007, HSBC Bank USA, N.A., in its capacity as successor Indenture Trustee for the 6% Convertible Notes due 2014 and the 4.75% Contingent Convertible Notes due 2023 ("HSBC"), also filed a Notice of Appeal of the Order [Docket No. 5637] (the "HSBC Appeal");

WHEREAS, on August 16, 2007, Manufacturers & Traders Trust Company, in its capacity as successor Indenture Trustee for the 7.75% Convertible Notes due 2015 issued by Calpine Corporation ("MT&T"), filed a Notice of Appeal of the Order [Docket No. 5643] (the "MT&T Appeal," and together with the Noteholder Appeals and the HSBC Appeal, the "Appeals");

WHEREAS, on August 16, 2007, the 6% Convertible Noteholders filed an emergency motion (the "Emergency Motion") seeking expedited consideration of their appeal from the Order;

¹ The 6% Convertible Noteholders include: Aristos Capital, L.L.C., Aurelius Capital Management, LP, Drawbridge Special Opportunities Advisors LLC, Ore Hill Hub Fund Ltd., Nuswa Master Fund Ltd., Pines Edge Value Investors Ltd., Pines Edge Value Investors L.P., Silver Sands Fund LLC, Stark Master Fund Ltd. and 3V Capital Management, LLC.

² The 7.75% Convertible Noteholders include: Brancourt Credit Opportunities Master, Ltd., Brancourt Multi-Strategy Enhanced Dedicated Fund, LP, Dillon Read U.S. Finance L.P., Dillon Read Financial Products Trading Ltd., Linden Capital L.P. and Ore Hill Hub Fund, Ltd., as the holders and/or investment advisors to certain holders of certain of the 7.75% Contingent Convertible Notes due 2015.

09/25/2007 19:12 FAX 212 905 7912
09/21/2007 11:55 FAX 212 905 8006

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WHEREAS, on August 20, 2007, HSBC filed its Joinder in and Memorandum of Law in Support of Emergency Motion by the 6% Convertible Noteholders for Expedited Appeal and for Consolidation of Related Appeals;

WHEREAS, on August 21, 2007, the 7.75% Convertible Noteholders filed their Joinder of the 7.75% Convertible Noteholders in the Emergency Motion by the 6% Convertible Noteholders for Expedited Appeal;

WHEREAS, on August 22, 2007, this Court heard oral argument from the parties and granted the Emergency Motion;

WHEREAS, on August 22, 2007, this Court issued its Order, pursuant to Bankruptcy Rule 8019, granting the Emergency Motion by the 6% Convertible Noteholders for Expedited Appeal ("Expedited Appeal Order");

WHEREAS, (i) appellants the 6% Convertible Noteholders, the 7.75% Convertible Noteholders, HSBC, and MT&T (collectively, the "Appellants") and (ii) appellees Calpine Corporation and its affiliated debtors and debtors in possession, the Official Committee of Unsecured Creditors of Calpine Corporation et al., and the Official Committee of Equity Security Holders (collectively, the "Appellees") have consensually agreed to a consolidation of the Appeals, revision of the caption, and an amendment to the Expedited Appeal Order.

NOW, THEREFORE, it is hereby STIPULATED AND AGREED by and between the undersigned counsel for the respective parties, and, upon approval of the Court, shall be deemed ORDERED, as follows:

1. Each of the Appeals shall be consolidated for procedural purposes.

03/25/2007 19:12 FAX 212 805 7912

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2. The Expedited Appeal Order is hereby entered in and applies to all of the Appeals.

3. Upon transmission of the record from the Bankruptcy Court for the Appeals, the Clerk of this Court shall maintain one file and one docket for all of the Appeals, which file and docket shall be assigned Case No. 07 CV. 7830

4. The caption for the consolidated Appeals shall be as follows:

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

CALPINE CORPORATION, et al.

Debtors.

: Chapter 11
: Case No. 05-60200 (BRL)

ARISTEIA CAPITAL, L.L.C.,
AURELIUS CAPITAL MANAGEMENT, L.P.,
DRAWBRIDGE SPECIAL OPPORTUNITIES
ADVISORS LLC, ORE HILL HUB FUND LTD.,
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VALUE INVESTORS LTD., PINES EDGE
VALUE INVESTORS L.P., SILVER SANDS
FUND LLC, STARK MASTER FUND LTD.,
3V CAPITAL MANAGEMENT, LLC,
BRENCOURT CREDIT OPPORTUNITIES
MASTER, LTD., BRENCOURT MULTI-
STRATEGY ENHANCED DEDICATED
FUND, LP, DILLON READ U.S. FINANCE
L.P., DILLON READ FINANCIAL PRODUCTS
TRADING LTD., LINDEN CAPITAL L.P.
AND ORE HILL HUB FUND, LTD, HSBC BANK
USA, N.A., AS INDENTURE TRUSTEE FOR
THE 6% CONVERTIBLE NOTES DUE 2014
AND THE 4.75% CONTINGENT
CONVERTIBLE NOTES DUE 2023, AND
MANUFACTURERS & TRADERS TRUST
COMPANY, AS INDENTURE TRUSTEE FOR THE
7.75% CONVERTIBLE NOTES,

Appellants,

-against-

Civil Case No. 07 CV. 7830 (JGK)

08/25/2007 19:12 FAX 212 605 7912

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CALPINE CORPORATION AND ITS
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 IN POSSESSION, OFFICIAL COMMITTEE
 OF UNSECURED CREDITORS OF
 CALPINE CORPORATION, OFFICIAL
 COMMITTEE OF EQUITY SECURITY
 HOLDERS,

Appellcos.

5. The Expedited Appeal Order is amended solely as provided in this Paragraph 5 such that paragraph (b) of the Expedited Appeal Order shall read: "The Record on Appeal shall be deemed transmitted to this Court on August 31, 2007."

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09/25/2007 18:13 FAX 212 805 7912
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